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Substantively Consolidated SIPA Liquidation of
the estate of Bernard L. Madoff Investment Securities LLC and Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

AMENDED COMPLAINT

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee of the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

AMERICAN SECURITIES MANAGEMENT, L.P.,
formerly known as AMERICAN SECURITIES, L.P.;
PJ ASSOCIATES GROUP, L.P., doing business as PJ
ADMINISTRATOR, L.L.C.;
PJ ASSOCIATES GROUP GP CORP.;

Adv. Pro. No. 10-05415 (SMB)

PJ ADMINISTRATOR, L.L.C., formerly known as PJ ASSOCIATES GROUP, L.P.;
AMERICAN SECURITIES OPPORTUNITY FUND, L.P.;
AMERICAN SECURITIES HOLDINGS CORPORATION;
AMERICAN SECURITIES GROUP, L.L.C.;
AS HIROTA HOLDINGS CORP.;
CHARLES D. KLEIN, individually, as beneficial owner of one or more IRAs, as custodian and/or trustee of the Charles D. Klein Money Purchase Pension Plan, as beneficiary of the Charles D. Klein Generation Skipping Trust DTD 7/31/01, as custodian and/or trustee of the Jane P. & Charles D. Klein Foundation and as custodian and/or trustee of The Charles and Jane Klein Family Fund;
DAVID P. STEINMANN, individually, as beneficial owner of one or more IRAs, as custodian and/or trustee of the David P. Steinmann Money Purchase Pension Plan, as trustee of the Trust UAD 3/4/92 FBO Benjamin R. Sigelman, as trustee of the Trust UAD 3/4/92 FBO Jonathan R. Sigelman and as custodian for Catherine L. Steinmann;
NEIL B. GOLDSTEIN, individually, as beneficial owner of one or more IRAs, as grantor of the Neil B. Goldstein 2007 Trust and as beneficiary of the Jean Weiner 1991 Grantor Retained Annuity Trust;
WALLACE APTMAN, individually and as beneficial owner of one or more IRAs;
ABE MASTBAUM, individually, as custodian for Jason Mastbaum and as beneficial owner of one or more IRAs;
MICHAEL G. FISCH, individually, as beneficial owner of one or more IRAs, as custodian and/or trustee of the Michael G. Fisch Profit Sharing Plan and as trustee of the Michael G. Fisch 2006 Revocable Trust;
JOSEPH J. NICHOLSON, individually and as trustee of the Joseph J. Nicholson Charitable Remainder Unitrust;
ELIZABETH R. VARET, individually, as custodian for Joseph R. Varet, as custodian and/or trustee of the Elizabeth R. Varet Money Purchase Pension Plan, as grantor of the 2004 V Trust, as trustee and beneficiary of the Apollo Trust for Elizabeth R. Varet UAD 2/10/69, as trustee of the Apollo Trust 2/10/69 FBO Nina Rosenwald, as settlor of the Michael A. Varet Trust UAD 11/9/94, as settlor of the Trust 11/9/94 (A.

Anagnos et al., trustees), as trustee of Issue 1 Trust UAD 8/30/41 FBO Nina Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Alice Rosenwald, as trustee and beneficiary of Issue 1 Trust UAD 8/30/41 FBO Elizabeth R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Nina Rosenwald, as trustee of Issue Trust 5 UAD 9/28/51 FBO Alice Rosenwald, as trustee of Issue Trust 5 UAD 9/28/51 FBO Benjamin R. Sigelman, as trustee of Issue Trust 5 UAD 9/28/51 FBO Jonathan R. Sigelman, as trustee of Issue Trust 5 UAD 9/28/51 FBO David R. Varet, as beneficiary and trustee of Issue Trust 5 UAD 9/28/51 FBO Elizabeth R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Joseph R. Varet, as trustee and beneficiary of Issue Trust 6 UAD 8/13/65 FBO Elizabeth R. Varet, as trustee of Issue Trust 6 UAD 8/13/65 FBO Alice Rosenwald, as trustee of Issue Trust 6 UAD 8/13/65 FBO Nina Rosenwald, as trustee of the Trust UAD 3/4/92 FBO Benjamin R. Sigelman and as trustee of the Trust UAD 3/4/92 FBO Jonathan R. Sigelman;
LAURENCE ACH, as trustee of the Jean Weiner 1991 Grantor Retained Annuity Trust;

ALEXANDER G. ANAGNOS, as trustee of the 2004 V Trust and as trustee of Trust 11/9/94 (A. Anagnos et al., trustees);

GEORGE ANAGNOS;

JOSEPHINE G. ANAGNOS;

STEVEN ANAGNOS;

MARIA ANAGNOS-PIERCE;

BELINDA CLARKE, as trustee for the Concorde 1987 Trust DTD 12/9/87;

STUART H. COLEMAN, as trustee of the Apollo Trust for Elizabeth R. Varet UAD 2/10/69, as trustee of the Apollo Trust 2/10/69 FBO Nina Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Nina Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Elizabeth R. Varet, as trustee of Issue 1 Trust UAD 8/30/41 FBO Alice Rosenwald, as trustee of Issue Trust 5 UAD 9/28/51 FBO Alice Rosenwald, as trustee of Issue Trust 5 UAD 9/28/51 FBO Nina Rosenwald, as

trustee of Issue Trust 5 UAD 9/28/51 FBO Benjamin R. Sigelman, as trustee of Issue Trust 5 UAD 9/28/51 FBO Jonathan R. Sigelman, as trustee of Issue Trust 5 UAD 9/28/51 FBO David R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Elizabeth R. Varet, as trustee of Issue Trust 6 UAD 8/13/65 FBO Elizabeth R. Varet, as trustee of Issue Trust 6 UAD 8/13/65 FBO Alice Rosenwald and as trustee of Issue Trust 6 UAD 8/13/65 FBO Nina Rosenwald;

JOYCE W. GOLDSTEIN, individually, as beneficial owner of an IRA and as trustee of the Neil B. Goldstein 2007 Trust;

ELLEN V. GREENSPAN, as trustee of the Trust 11/9/94 (A. Anagnos et al., trustees);

ANTHONY R. GRILLO, as trustee of the Joseph J. Nicholson Charitable Remainder Unitrust;

LAILA HAFNER, as beneficial owner of an IRA;

NAN M. HARMAN, as trustee of the Visalia Trust UAD 1/25/97;

REED L. HARMAN, as trustee of the Visalia Trust UAD 1/25/97;

ANDREW B. KLEIN, individually, as beneficial owner of one or more IRAs, as trustee and beneficiary of the Charles D. Klein Generation Skipping Trust DTD 7/31/01, as trustee of the Andrew Klein Trust DTD 12/27/97, as trustee of the Elizabeth Klein Trust DTD 12/27/97 and as grantor and trustee of the Andrew B. Klein 1997 Trust DTD 5/15/97;

ELIZABETH KLEIN, individually, as trustee and beneficiary of the Charles D. Klein Generation Skipping Trust DTD 7/31/01 and as trustee and beneficiary of the Elizabeth Klein Trust DTD 12/27/97;

JANE P. KLEIN, individually, as beneficial owner of an IRA, as custodian for Andrew B. Klein and Elizabeth Klein, as trustee of the Trust under will of Donald W. Parsons FBO Jane P. Klein, as trustee of the Elizabeth Klein Trust DTD 12/27/97, as trustee of the Charles D. Klein Generation Skipping Trust DTD

7/31/01 and as trustee of the Andrew Klein 1997 Trust DTD 5/15/97;

JAMES R. LEDLEY, as trustee of Issue Trust 5 UAD 9/28/51 FBO Jonathan R. Sigelman and as trustee of the Trust UAD 3/4/92 FBO Jonathan R. Sigelman;

BARRY F. MARGOLIUS, as trustee of the Joseph J. Nicholson Charitable Remainder Unitrust;

JASON MASTBAUM;

PAMELA MURPHY;

PAUL ROBERT MURPHY;

BENJAMIN E. NICKOLL, as trustee of the Charles D. Klein Generation Skipping Trust DTD 7/31/01;

PETER PEARMAN, as trustee for the Concorde 1987 Trust DTD 12/9/87;

ARLENE MARIE PETTINGILL;

LAURA M. ROBERSON-FISCH, as beneficial owner of an IRA, as participant in the Laura M. Roberson-Fisch Money Purchase Pension Plan and as a participant in the Laura M. Roberson-Fisch Profit Sharing Plan;

ALICE ROSENWALD, also known as ALICE R. SIGELMAN, individually, as custodian for Jonathan Sigelman, as custodian for Benjamin R. Sigelman, as trustee and beneficiary of Issue 1 Trust UAD 8/30/41 FBO Alice Rosenwald, as trustee and beneficiary of Issue Trust 6 UAD 8/13/65 FBO Alice Rosenwald, as trustee of the Apollo Trust for Elizabeth R. Varet UAD 2/10/69, as trustee of the Apollo Trust 2/10/69 FBO Nina Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Nina Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Elizabeth R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Jonathan R. Sigelman, as trustee of Issue Trust 5 UAD 9/28/51 FBO David R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Elizabeth R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Sarah R. Varet, as trustee of Issue Trust 6 UAD 8/13/65 FBO Elizabeth R. Varet, as

trustee of Issue Trust 6 UAD 8/13/65 FBO Nina Rosenwald and as Executrix of the Estate of Jesse L. Sigelman;

NINA ROSENWALD, individually, as trustee of the Apollo Trust for Elizabeth R. Varet UAD 2/10/69, as trustee of Issue 1 Trust UAD 8/30/41 FBO Alice Rosenwald, as trustee of Issue 1 Trust UAD 8/30/41 FBO Elizabeth R. Varet, as trustee of Issue Trust 5 UAD 9/28/51 FBO Benjamin R. Sigelman, as trustee of Issue Trust 6 UAD 8/13/65 FBO Elizabeth R. Varet, as trustee of Issue Trust 6 UAD 8/13/65 FBO Alice Rosenwald, as trustee of Issue Trust 5 UAD 9/28/51 FBO Alice Rosenwald, as trustee and beneficiary of the Apollo Trust 2/10/69 FBO Nina Rosenwald, as trustee and beneficiary of Issue 1 Trust UAD 8/30/41 FBO Nina Rosenwald, as trustee and beneficiary of Issue Trust 5 UAD 9/28/51 FBO Nina Rosenwald and as trustee and beneficiary of Issue Trust 6 UAD 8/13/65 FBO Nina Rosenwald;

IVO ROTHSCILD;

JOSEPH A. ROSSETTI, as beneficial owner of an IRA;

BENJAMIN R. SIGELMAN, individually, as beneficiary of Issue Trust 5 UAD 9/28/51 FBO Benjamin R. Sigelman and as beneficiary of the Trust UAD 3/4/92 FBO Benjamin R. Sigelman;

JONATHAN R. SIGELMAN, individually, as beneficiary of Issue Trust 5 UAD 9/28/51 FBO Jonathan R. Sigelman and as beneficiary of the Trust UAD 3/4/92 FBO Jonathan R. Sigelman;

THE ESTATE OF JESSE L. SIGELMAN;

RONALD J. STEIN, as trustee of the Trust UAD 3/4/92 FBO Benjamin R. Sigelman and as trustee of the Trust UAD 3/4/92 FBO Jonathan R. Sigelman;

CATHERINE L. STEINMANN;

GABRIEL B. STEINMANN;

JOSHUA STEINMANN;

JENNIFER E. STEINMANN;

DAVID R. VARET;

JOSEPH R. VARET, individually, as beneficiary and
as trustee of the Issue Trust 5 UAD 9/28/51 FBO
Joseph R. Varet;

MICHAEL A. VARET, individually, as beneficial
owner of one or more IRAs, as custodian for David R.
Varet and Sara R. Varet and as trustee of the Michael
A. Varet Trust UAD 11/9/94;

SARAH R. VARET, individually, as trustee and as
beneficiary of Issue Trust 5 UAD 9/28/51 FBO Sarah
R. Varet;

SUSAN C. WOLFE, as trustee of the Trust under will
of Donald W. Parsons FBO Jane P. Klein;

ABE MASTBAUM IRA, IRA SEP and IRA
ROLLOVER;

CHARLES D. KLEIN IRA ROLLOVER;

DAVID P. STEINMANN IRA ROLLOVER #1 and
IRA ROLLOVER #2;

ELIZABETH R. VARET IRA ROLLOVER;
JANE P. KLEIN IRA;
JOYCE W. GOLDSTEIN IRA;
LAILA HAFNER IRA;
LAURA M. ROBERSON-FISCH IRA;
JOSEPH A. ROSSETTI IRA ROLLOVER;
MICHAEL A. VARET IRA ROLLOVER and IRA
ROLLOVER #2;
MICHAEL G. FISCH IRA;
NEIL B. GOLDSTEIN IRA ROLLOVER;
WALLACE APTMAN IRA ROLLOVER;
CHARLES D. KLEIN MONEY PURCHASE
PENSION PLAN;
DAVID STEINMANN DEFINED BENEFIT PLAN;
DAVID P. STEINMANN MONEY PURCHASE
PENSION PLAN;
ELIZABETH R. VARET DEFINED BENEFIT PLAN
& TRUST;

ELIZABETH R. VARET MONEY PURCHASE
PENSION PLAN;
LAURA M. ROBERSON-FISCH MONEY
PURCHASE PENSION PLAN;
LAURA M. ROBERSON-FISCH PROFIT SHARING
PLAN;
MICHAEL G. FISCH PROFIT SHARING PLAN;
ASB, L.L.C.;
CDK PARTNERS;
KLEIN FAMILY HOLDINGS, L.L.C.;
DARMEL MANAGEMENT, L.L.C.;
DECIMAL INVESTMENTS, L.L.C.;
INTELLIGENT VOICE RESEARCH, L.L.C.;
JJG ENTERPRISES;
P&I PARTNERS;
PTOWN POOKIES, L.L.C.;
SOUTH LAKE, L.L.C.;
1185 PARK AVENUE FOUNDATION, INC.;
ALICE ROSENWALD FUND;
AMERICAN PHILANTHROPIC FOUNDATION;
ANCHORAGE CHARITABLE FUND;
HUDSON CHARITABLE FUND;
JJG FOUNDATION, INC.;
METROPOLITAN PHILANTHROPIC FUND, INC.;
THE ABSTRACTION FUND;
THE CHARLES AND JANE KLEIN FAMILY FUND;
THE REED L. HARMAN AND NAN M. HARMAN
FOUNDATION;
WILLIAM ROSENWALD FAMILY FUND, INC.;

Defendants.